

813
NEW NUMBER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

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AREA CODE 202
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JUL 29 1988-1 25 PM

INTERSTATE COMMERCE COMMISSION, TEXAS
40367 A AND A

8-211A034

July 29, 1988
No. JUL 29 1988

Date
Fee \$ 13.00

ICC Washington, D. C.

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JUL 29 1 16 PM '88
MOTOR OPERATING UNIT

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original fully executed copies of a Memorandum of Lease dated as of July 20, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Chrysler Rail Transportation Corporation
Greenwich Office Park 1
Greenwich, Connecticut 06836

Lessee: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 73' center partition bulkhead flatcars numbered and marked WCRC 9090 through 9094, WCRC 9100 through 9106 and WCRC 9112 through 9124, each both inclusive.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterpart - C.T. Kappler

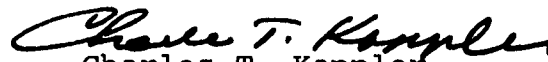
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 29, 1988
Page Two

Kindly return a stamped copy of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth
Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to
appear in the Commission's Index is:

Memorandum of Lease dated as of July 20, 1988
between Chrysler Rail Transportation Corporation,
Lessor, and Greenbrier Leasing Corporation, Lessee,
covering 25 flatcars, WCRC 9090 - 9094, WCRC 9100 -
9106 and WCRC 9112 - 9124, each both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

1 5762

RECORDATION NO. _____ FILE NO.

JUL 29 1988 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

CHRYSLER RAIL TRANSPORTATION CORPORATION ("LESSOR")

AND

GREENBRIER LEASING CORPORATION ("LESSEE")

JULY 20, 1988

Memorandum of a Lease Agreement made and entered into as of July 20, 1988 by and between Chrysler Rail Transportation Corporation, a Delaware corporation, ("Lessor") and Greenbrier Leasing Corporation, a Delaware corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 73' center partition bulkhead flatcars numbered and marked as follows:

WCRC 9090 through 9094, inclusive
WCRC 9100 through 9106, inclusive
WCRC 9112 through 9124, inclusive
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

CHRYSLER RAIL TRANSPORTATION CORPORATION

By: John W. Jones

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 21st day of July, 1988, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CONNECTICUT)
)
COUNTY OF Fairfield)

On this 28th day of July 1988, before me personally appeared John W. James, to me personally known, who being by me duly sworn, says that he is Vice President of Chrysler Rail Transportation Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Nancy P. Stewart
NOTARY PUBLIC

My commission expires: 3/31/91